

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

In re:

NORTHWESTERN CORPORATION,

Reorganized Debtor.

Chapter 11

Case No. 03-12872 (JLP)

MAGTEN ASSET MANAGEMENT
CORPORATION, *et al.*

Appellants,

v.

NORTHWESTERN CORPORATION, *et al.*

Appellees.

Civil Action No. 05-0209-JJF

**JOINDER OF AD HOC COMMITTEE OF CLASS 7 DEBTHOLDERS TO PLAN
COMMITTEE'S BRIEF IN RESPONSE TO OPENING BRIEF OF APPELLANTS**

This joinder (the "Joinder") is submitted on behalf of an ad hoc group of creditors (the "Ad Hoc Committee") holding approximately \$467,258,000 face amount, or approximately 54%, of the undisputed Class 7 Claims against the above-captioned reorganized debtor (the "Debtor").¹ By and through its undersigned counsel, the Ad Hoc Committee submits this Joinder to the Brief of Appellee, The Plan Committee, and sets forth as follows:

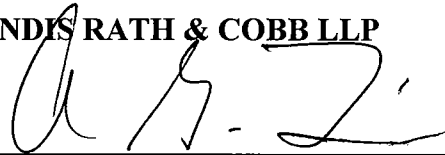
¹ The members of the Ad Hoc Committee are Avenue Capital Partners, Drawbridge Special Opportunities Advisors LLC, Greenwich International Ltd., Harbert Distressed Investment Master Fund, Ltd.; SOF Investments, L.P., Nationwide Life Insurance Company, Nationwide Mutual Insurance Company, and P. Schoenfeld Asset Management LLC.

After reviewing the opening brief of Appellants and the Brief of Appellee, The Plan Committee, dated August 23, 2005 [Docket No. 15] (the "Plan Committee Brief"), the Ad Hoc Committee supports the Plan Committee Brief and incorporates the arguments made in the Plan Committee Brief by reference herein. As more fully set forth in the Plan Committee Brief, the alleged "settlement" at issue here could not have properly been approved by the Bankruptcy Court because its terms directly conflicted with those of the substantially consummated Plan. Moreover, even if the Plan's terms were not a per se bar to approval of the alleged settlement, the settlement's terms were contrary to the best interests of the estate and its bona fide creditors.

WHEREFORE the Ad Hoc Committee respectfully requests that the Court grant the relief requested in the Plan Committee Brief and grant such other and further relief as is just and proper.

Dated: Wilmington, Delaware
August 23, 2005

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